

Exhibit 2

COMPANY MATCH CONTRIBUTION	NONPARTICIPATING PRE-TAX
100.0%	100.0%
Opening balance	Net change
\$ 108,231.78	\$ 173.08
300,487.34	2,980.48
\$ 406,719.04	\$ 3,153.56
Vanguard 500 Index Fund Investor Shares	\$ 300,487.34
Opening balance	2,250.00
Contributions	829.16
Dividends/capital gains	98.68
Unrealized gain/loss	\$ 103,467.82
Closing balance	\$ 105,850.00
Closing share price	2,888.961
Closing shares	

** Funds you have selected. The
it was received by Vanguard during the*

*formation is the total of all loan
03/05*

THE CONSOLIDATED EDISON RETIREMENT PLAN

Empowering
Your
Future

 conEdison, inc.

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THE CONSOLIDATED EDISON RETIREMENT PLAN

Retirement marks a momentous occasion in our lives, and saving and planning for that day affects us all. As you plan for your retirement, consider *The Consolidated Edison Retirement Plan** (*Retirement Plan*) as one source of income that can help you balance your budget after you retire. Throughout your retirement years, the *Retirement Plan* can provide a benefit to you and, in some cases, following your death, a benefit to your surviving spouse or designated beneficiary. Other sources that can help increase your retirement income, should you elect to participate, include savings that you accumulate as a participant in *The Consolidated Edison Thrift Savings Plan*. Social Security and your personal investments and savings will also contribute towards your total retirement income.

The following summary, referred to as a Summary Plan Description (SPD), describes the *Retirement Plan*. It provides you with information on how you become entitled to a benefit or Pension Allowance, when you can receive your Pension Allowance, how it will be calculated, and in what payment forms it can be distributed. The official *Retirement Plan* document governs the operation of the *Retirement Plan*. In the event of any conflict between this Summary Plan Description and the *Retirement Plan* document, the *Retirement Plan* document will prevail.

We urge you to read this Summary Plan Description carefully and keep it for future reference. If you have any questions about the *Retirement Plan*, please contact Employee Benefits, Room 1100, 4 Irving Place, New York, NY 10003, (800) 582-5056 or O&R Benefits, One Blue Hill Plaza, Pearl River, NY 10965, (845) 577-2783.

*The information included in this Summary Plan Description describes the *Retirement Plan* as of December 2002. However, the *Retirement Plan* is subject to change from time to time, and material changes will be reported and made available to you as they are made.

How Your Pension Is Paid – Forms of Payment

Single Participants

The normal form of payment for a single participant (all CECONY, O&R, and CEI Participants) is a lifetime monthly benefit. This form of payment is called a *Single Life Annuity*. Under this form of payment, you receive monthly benefits for your lifetime with all payments ending in the month of your death.

Instead of a *Single Life Annuity*, you may elect an optional form of benefit that is the actuarial equivalent of the *Single*

Life Annuity. The table below shows the optional forms of benefits that are available to you if you are a CECONY, CEI, or O&R Participant and are single on the date your Pension Allowance begins. If the present value of your Vested Pension Allowance is less than \$5,000, you will automatically receive a single lump-sum payment following your termination of employment. You will not receive any other form of payment.

FORMS OF BENEFIT* PAYMENT for CECONY, CEI and O&R SINGLE PARTICIPANTS

	Normal	Optional**	Optional cont'd.
CECONY	Single Life Annuity	1) 12-Year Certain and Life Annuity Option with or without Level Income	3) Cash Out (or immediate or deferred annuity) if Participant has less than 75 Points
		2) Level Income Option Applied to Single Life Annuity	
CEI	Single Life Annuity	1) 12-Year Certain and Life Annuity Option with or without Level Income	3) Cash Balance – Single Sum Payment
		2) Level Income Option	
O&R	Single Life Annuity	1) Joint and 100% Survivor Annuity	
		2) Joint and 50% Survivor Annuity	
		3) Joint and 100% Survivor Annuity with Pop-Up	
		4) Joint and 50% Survivor Annuity with Pop-Up	

* If you are single as of the date your Pension Allowance begins.

** The Actuarial Equivalent of the Normal Form of Benefit.

Cash Balance Single Sum Payment Option

If you are an unmarried **CEI Participant**, instead of the normal form of payment, you may elect to receive your Vested Pension Allowance in the form of a single sum payment in the amount of your Cash Balance Account.

Twelve Year Certain and Life Annuity Option

If you are a single **CECONY or CEI Participant**, instead of the normal form of payment, you may elect to receive a reduced monthly Pension Allowance under the *Twelve Year Certain and Life Annuity Option*.

Under the *Twelve Year Certain and Life Annuity Option*, a reduced monthly benefit payable as a single life annuity is paid to you during your lifetime. If you should die before 144 monthly payments have been made, the same benefit you received is payable to your designated beneficiary(ies) or your estate, until the end of the 144-month period.

If your primary designated beneficiary dies before the total 144 payments have been made, or dies before you, and you named a contingent beneficiary(ies), they will receive the remainder of the Pension Allowance. If not, your estate will receive the payments. If you are single, this is the only form of payment that allows you to provide benefits to someone.

Level Income Option

If you are a **CECONY or CEI Participant**, and single when your Pension Allowance begins, instead of the normal form of payment, you may elect a Level Income Option. You can receive this option if your Pension Allowance begins before you are eligible for unreduced Social Security benefits.

Under this option, you receive a temporary higher pension amount, which includes an estimate of your Social Security benefit. You may elect to receive this higher benefit from your retirement date to age 62 (generally, at age 62, you can receive a reduced Social Security benefit) or the earliest month for which you are eligible to receive an unreduced Social Security benefit (see page 78). After you reach age 62 or 65, and you begin receiving your Social Security benefits, your monthly pension is permanently *reduced*.

The following example shows a comparison between the monthly pension amount payable with and without the Level Income Option. Sherri is retiring at age 58 with 25 years of service and is eligible for a monthly pension of \$2,291, payable immediately, and an estimated annual cost of living adjustment (COLA) of 2.0%. Since she has less than 30 years of service and is under age 60 when her Pension Allowance begins, her Normal Retirement Pension Allowance is reduced by 3%. Sherri's estimated monthly Social Security benefit at age 62 is \$1,104.

If you are a **CECONY or CEI Participant**,
the election of this option may be made
in addition to an election for a **Twelve Year
Certain and Life Annuity Option** (see
page 66).

MONTHLY PENSION* COMPARISON

Age	With LEVEL INCOME OPTION			Without LEVEL INCOME OPTION		
	Monthly Pension	Monthly Soc.Sec.	Total	Monthly Pension	Monthly Soc.Sec.	Total
58	\$2,969	-	\$2,969	\$2,291	-	\$2,291
59	\$3,028	-	\$3,028	\$2,337	-	\$2,337
60	\$3,089	-	\$3,089	\$2,383	-	\$2,383
61	\$3,150	-	\$3,150	\$2,431	-	\$2,431
62	\$2,138	\$1,104	\$3,242	\$2,480	\$1,104	\$3,584

* All figures are rounded to the nearest dollar.

This example shows that if Sherri elects the **Level Income Option**, she will receive a greater monthly pension at the start of her retirement at age 58, compared to the pension she would receive without the **Level Income Option**.

The amount payable to her under this option will not be adjusted after her Pension Allowance begins, regardless of any difference between the estimate and actual Social Security benefits she is paid, and regardless of whether she elects to begin receipt of her Social Security benefits at a later time.

At age 62, Sherri's monthly pension amount *will decrease* if she elects the **Level Income Option**, but when combined with Social Security, she will achieve a level monthly income.

If Sherri does not elect the **Level Income Option**, she will receive a regular monthly pension at age 58. At age 62, if she elects to begin her reduced Social Security benefits, her monthly income will increase when combined with her regular monthly pension.